

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

24 HOUR FITNESS WORLDWIDE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11558 (KBO)

Jointly Administered

Hearing Date: October 21, 2020 at 1:00 p.m.

Objection Deadline: October 14, 2020 at 4:00 p.m.

**BROOKFIELD PROPERTIES RETAIL, INC., CENTERCO PROPERTIES, LLC.,
REGENCY CENTERS, L.P. AND SITE CENTERS CORP.'S. APPLICATION
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

Brookfield Properties Retail, Inc. ("Brookfield"), Centerco Properties, LLC. ("Centerco"), Regency Centers, L.P. ("Regency") and SITE Centers Corp. ("SITE Centers"), (collectively, the "Landlords") file this *Application for Allowance of Administrative Expensive Claim* (the "Application"). In support of this Application, the Landlords respectfully state as follows:

BACKGROUND

1. The Landlords are the owners, affiliates, or managing agents for the owners of properties where the Debtors rent non-residential real estate pursuant to written leases (each, a "Lease," and, collectively, the "Leases") for the locations listed on the attached **Exhibit A** (collectively, the "Leased Premises"). Most or all of the Leased Premises are located in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372). The Debtors' corporate headquarters and service address is 12647 Alcosta Blvd., Suite 500, San Ramon, CA 94583.

shopping centers as that term is used in section 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081 (3d Cir. 1990).

2. On June 15, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with this Court. To date, the Debtors continue to manage their businesses as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On August 24, 2020, the Court entered the Bar Date Order [Docket No. 785], setting October 2, 2020 as the deadline for creditors to file administrative expense claims.

4. As more particularly set forth in Exhibit B hereto, from June 15, 2020 to October 2, 2020, the Debtors failed to pay the Landlords the post-petition amounts under the Leases set forth in Exhibit A in rent and related charges due under the Leases. The Leases further provide that the Debtor must indemnify and hold/save the Landlords harmless under certain circumstances. Attached hereto as Exhibit B are copies of the ledgers. The amounts set forth on Exhibit A are exclusive of any indemnity obligations, amounts subject to setoff and/or recoupment, professional and paraprofessional fees, and other accrued but unknown charges, all of which the Landlords also claim, subject to future liquidation.

REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM

5. Section 365(d)(3) provides in relevant part as follows:

The trustee shall timely perform all of the obligations of the debtor . . . arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of this title.

11 U.S.C. § 365(d)(3). Most courts that have considered the operation of Section 365(d)(3) have concluded that costs and expenses incurred for post-petition, pre-rejection performance under an unexpired nonresidential real estate lease must be allowed as an administrative expense

regardless of Section 503(b)(1)(A) limitations. *In re CHS Elecs., Inc.*, 265 B.R. 339, 341-42 (Bankr. S.D. Fla. 2001) (agreeing with “a majority of courts” that post-petition rent is entitled to administrative priority without regard to § 503(b)(1)); *In re Liberty Outdoors, Inc.*, 205 B.R. 414, 417 (Bankr. E.D. Mo. 1997) (lessor entitled to recover unpaid expenses pursuant to section 365(d)(3) of the Bankruptcy Code regardless of whether such “expenses benefited or preserved the estate”); *In re Worths Stores Corp.*, 135 B.R. 112, 115 (Bankr. E.D. Mo. 1991) (same); *In re S. Lincoln Med. Grp., P.C.*, Case No. BK07-41636-TLS, 2008 WL 506086, at *2 (Bankr. D. Neb. Feb. 21, 2008) (citing *In re Brewer*, 233 B.R. 825, 829 (Bankr. E.D. Ark. 1999)).

6. The obligations arising or accruing under the Lease between the Petition Date and October 2, 2020 are entitled to allowance and payment as an administrative expense claim under Sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code.

7. Section 503(b) of the Bankruptcy Code provides in pertinent part that allowed administrative expense claims exist for “the actual, necessary costs and expenses of preserving the estate. . . .” 11 U.S.C. § 503(b)(1)(A). Section 507(a) of the Bankruptcy Code provides that administrative expense claims that are allowed under section 503(b) of the Bankruptcy Code have first priority. 11 U.S.C § 507(a)(2).

8. The post-petition amounts due under the Lease are an administrative expense claim pursuant to Sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code because they were incurred by the Debtor’s estate and preserved the going concern value of the Debtors’ businesses. As a result, 24 Hour Fitness benefited from the Debtors’ post-petition use and occupancy of the premises.

9. For the foregoing reasons, Landlords respectfully requests that the Court enter an order allowing its administrative expense claim in the amount set forth in Exhibit A (plus any

indemnity obligations, amounts subject to setoff and/or recoupment, attorneys' fees, and other unknown charges in an amount to be determined).

RESERVATION OF RIGHTS

10. The Landlords reserve the right to amend and/or supplement this Application on any basis, including, without limitation, by adding and supplementing administrative amounts.

CONCLUSION

WHEREFORE, the Landlord respectfully requests that the Court (a) approve the Application, and (b) grant such other and further relief as this Court deems just and proper.

Dated: October 2, 2020

KELLEY DRYE & WARREN LLP

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Counsel for Brookfield Properties Retail, Inc., Centerco Properties, LLC, Regency Centers, L.P. and SITE Centers Corp.

EXHIBIT A**BROOKFIELD PROPERTIES RETAIL, INC.**

Store No.	Mall Name	Location	Landlord	Administrative Claim Amount
894	The Shoppes at Carlsbad	Carlsbad, CA	RPI Carlsbad, L.P.	\$10,600
	Willowbrook Mall (TX)	Houston, TX	Willowbrook Mall (TX) LLC	\$10,600
875	NewPark Mall	Newark, CA	NewPark Mall LP	\$10,600

CENTERCO PROPERTIES LLC

Store No.	Mall Name	Location	Landlord	Administrative Claim Amount
	Club 642	Englewood Cliffs, NJ	Centerco Properties LLC	\$204,907.34

REGENCY CENTERS, L.P.

Store No.	Mall Name	Location	Landlord	Administrative Claim Amount
103	Point Loma Plaza	San Diego, CA	FW CA-Point Loma Plaza, LLC	\$170,067.12
	Potrero Center	San Francisco, CA	Equity One (West Coast Portfolio) Inc.	\$547,020.44
	Hancock Shopping Center	Austin, TX	Regency Centers, L.P.	\$59,704.04
	Rancho San Diego	San Diego, CA	U S Retail Partners, LLC	\$168,392.73

SITE CENTERS CORP.

Store No.	Mall Name	Location	Landlord	Administrative Claim Amount
663	Cornerstar	Aurora, CO	BRE DDR BR Cornerstar CO LLC	\$76,752.90
	Falcon Ridge Town Center	Fontana, CO	BRE DDR Crocodile Falcon Ridge Town Center I LLC	\$220,624.99
	Flat Acres Market Center (Parker Pavillion)	Parker, CO	BRE DDR Flatacres Marketplace LLC	\$183,158.20

EXHIBIT B

AR Expenses 6/15/2020 through 10/2/2020
Englewood Cliffs Club # 642

	RE Taxes	Insurance	CAM (monthly)	CAM (repairs/replace	Rent	
June 15-30		\$ 688.09	\$ 2,298.48		\$ 38,091.63	
July		\$ 1,376.18	\$ 4,596.96		\$ 76,183.26	
August	\$ 26,781.27	\$ 5,179.84	\$ 4,596.96	\$ 2,630.01	\$ 55,417.00	
September		\$ 6,461.97	\$ 4,596.96	\$ 1,891.79		
October 1-2		\$ 91.75	\$ 306.46			
Totals		\$13,797.83	\$ 16,395.82	\$ 4,521.80	\$ 169,691.89	\$ 204,407.34

24 Hour Fitness
Brea Marketplace
Acceleration of Rent

Lease # 9000410
Tenant # 585067

Lease Begin Date: 10/28/02
Lease End Date: 10/27/22
Actual Moveout Date:

Date filed BK 06/15/20

Security Deposit:
Applied to:

\$ -

AR Balance as of 06/14/20

6/20/2019	CAMP	(147.12)	CAM REC PRIOR YEAR
6/20/2019	INSP	(5.28)	INSURANCE REC PRIOR YEAR
2/20/2020	TNNT	735.03	Replace Roof Hatch
4/1/2020	BASE	71,876.10	BASE RENT
4/1/2020	BASE	4,440.62	BASE RENT - TENANT IMPROVEMENT
4/1/2020	CAM	4,699.20	CAM
4/1/2020	INS	1,792.95	INSURANCE
4/1/2020	RET	20,798.37	REAL ESTATE TAX
5/1/2020	BASE	71,876.10	BASE RENT
5/1/2020	BASE	4,440.62	BASE RENT - TENANT IMPROVEMENT
5/1/2020	CAM	4,699.20	CAM
5/1/2020	INS	1,792.95	INSURANCE
5/1/2020	RET	20,798.37	REAL ESTATE TAX
5/20/2020	CAMP	22,150.07	CAM REC PRIOR YEAR
5/20/2020	INSP	1,903.70	INSURANCE REC PRIOR YEAR
6/1/2020	BASE	33,542.18	BASE RENT (6/1 - 6/14)
6/1/2020	BASE	2,072.29	BASE RENT - TENANT IMPROVEMENT (6/1 - 6/14)
6/1/2020	CAM	2,192.96	CAM (6/1 - 6/14)
6/1/2020	INS	836.71	INSURANCE (6/1 - 6/14)
6/1/2020	RET	9,705.91	REAL ESTATE TAX (6/1 - 6/14)

Balance on pre-petition rents through 06/14/20 \$ 280,200.93

Stub rents due 06/15/20 - 06/30/20

6/1/2020	BASE	38,333.92	BASE RENT (6/15 - 6/30)
6/1/2020	BASE	2,368.33	BASE RENT - TENANT IMPROVEMENT (6/15 - 6/30)
6/1/2020	CAM	2,506.24	CAM (6/15 - 6/30)
6/1/2020	INS	956.24	INSURANCE (6/15 - 6/30)
6/1/2020	RET	11,092.46	REAL ESTATE TAX (6/15 - 6/30)

Balance on Stub rents due through 06/30/20 \$ 55,257.19

Post Petition rents due through 10/31/20

7/1/2020	BASE	29,214.15	BASE RENT
7/1/2020	BASE	1,804.90	BASE RENT - TENANT IMPROVEMENT
7/1/2020	CAM	1,910.00	CAM
7/1/2020	INS	728.75	INSURANCE
7/1/2020	RET	8,453.53	REAL ESTATE TAX
8/1/2020	BASE	50,313.27	BASE RENT
8/1/2020	BASE	3,108.43	BASE RENT - TENANT IMPROVEMENT
8/1/2020	CAM	3,289.44	CAM
8/1/2020	INS	1,255.06	INSURANCE
8/1/2020	RET	14,558.86	REAL ESTATE TAX
9/1/2020	BASE	13,557.65	BASE RENT
9/1/2020	BASE	688.14	BASE RENT - TENANT IMPROVEMENT
9/1/2020	CAM	877.18	CAM
9/1/2020	INS	334.68	INSURANCE
9/1/2020	RET	3,882.36	REAL ESTATE TAX

Balance on Post petition rents due through 10/31/20 \$ 133,976.40

Total Administrative Claim (stub + post-petition)

\$ 189,233.59

Total AR Balance as of 10/02/20

\$ 469,434.52

Post-petition rents due 11/01/20 - 10/27/22

BASE 11/01/20 - 10/27/22	(71,876.10 x 24 months)	1,725,026.40
BASE - TI 11/01/20 - 10/27/22	(4,440.62 x 24 months)	106,574.88
CAM 11/01/20 - 10/27/22	(4,699.20 x 24 months)	112,780.80
INS 11/01/20 - 10/27/22	(1,792.95 x 24 months)	43,030.80
RET 11/01/20 - 10/27/22	(20,798.37 x 24 months)	499,160.88
Balance on Post petition rents due for 11/01/20 - 10/27/22		\$ 2,486,573.76

Total Amt Due through end of term (10/27/22) \$ 2,956,008.28

1 years rent

BASE	(71,876.10 x 12 months)	862,513.20
BASE - TI	(4,440.62 x 12 months)	53,287.44
CAM	(4,699.20 x 12 months)	56,390.40
INS	(1,792.95 x 12 months)	21,515.40
RET	(20,798.37 x 12 months)	249,580.44
1 Year's worth of rent		\$ 1,243,286.88

15% of remaining TERM

Using 06/15/20 as beginning of remaining term	
Balance of Stub rent from 06/15/20 - 06/30/20	55,257.19
Balance on Post petition rents due through 10/31/20	133,976.40
Balance on Post petition rents due for 11/01/20 - 10/27/22	2,486,573.76
Total of amt for remaining term	2,675,807.35
15%	
15% of remaining TERM	\$ 401,371.10

24 Hour Fitness
Hancock
Acceleration of Rent

Lease # 66531
Tenant # 572431

Lease Begin Date: 10/01/03
Lease End Date: 09/30/23
Actual Moveout Date:

Date filed BK 06/15/20

Security Deposit: -
Applied to: -
\$ -

AR Balance as of 06/14/20

10/12/2018	UTNT	750.47	Water/Sewer 08.20.18-09.19.18
12/13/2018	UTNT	(2,478.98)	Water/Sewer 10.18.18-11.19.18
7/10/2019	UTNT	1,031.64	Water/Sewer 05.20.19-06.19.19
2/18/2020	UTNT	2,120.76	Water/Sewer 12.18.19-01.20.20
3/16/2020	UTNT	3,041.80	Water/Sewer 01.20.20-02.19.20
4/1/2020	BASE	49,943.73	BASE RENT
4/1/2020	CAM	6,565.49	CAM
4/1/2020	INS	746.25	INSURANCE
4/1/2020	RET	12,489.61	REAL ESTATE TAX
4/16/2020	UTNT	2,279.43	Water/Sewer 02.19.20-03.19.20
5/1/2020	BASE	49,943.73	BASE RENT
5/1/2020	CAM	6,565.49	CAM
5/1/2020	INS	746.25	INSURANCE
5/1/2020	RET	12,489.61	REAL ESTATE TAX
5/18/2020	UTNT	165.31	Water/Sewer 03.19.20-04.20.20
6/1/2020	BASE	23,307.07	BASE RENT (6/1 - 6/14)
6/1/2020	CAM	3,063.90	CAM (6/1 - 6/14)
6/1/2020	INS	348.25	INSURANCE (6/1 - 6/14)
6/1/2020	RET	5,828.48	REAL ESTATE TAX (6/1 - 6/14)

Balance on pre-petition rents through 06/14/20 **\$ 178,948.29**

Stub rents due 06/15/20 - 06/30/20

6/1/2020	BASE	26,636.66	BASE RENT (6/15 - 6/30)
6/1/2020	CAM	3,501.59	CAM (6/15 - 6/30)
6/1/2020	INS	398.00	INSURANCE (6/15 - 6/30)
6/1/2020	RET	6,661.13	REAL ESTATE TAX (6/15 - 6/30)

Balance on Stub rents due through 06/30/20 **\$ 37,197.38**

Post Petition rents due through 10/31/20

6/15/2020	CAMP	(9,688.11)	CAM REC PRIOR YEAR
6/15/2020	INSP	654.36	INSURANCE REC PRIOR YEAR
6/15/2020	RETP	(6,790.53)	REAL ESTATE TAX REC PRIOR YEAR
6/18/2020	UTNT	5.06	Water/Sewer 04.20.20-05.19.20
7/17/2020	UTNT	5.06	Water/Sewer 05.19.20-06.18.20
8/18/2020	UTNT	5.06	Water/Sewer 06.18.20-07.20.20
10/1/2020	BASE	49,943.73	BASE RENT
10/1/2020	CAM	6,565.49	CAM
10/1/2020	INS	746.25	INSURANCE
10/1/2020	RET	12,489.61	REAL ESTATE TAX

Balance on Post petition rents due through 10/31/20 **\$ 53,935.98**

Total Administrative Claim (stub + post-petition)

\$ 91,133.36

Total AR Balance as of 10/02/20

\$ 270,081.65

Post-petition rents due 11/01/20 - 09/30/23

BASE 11/01/20 - 09/30/23	(49,943.73 x 35 months)	1,748,030.55
CAM 11/01/20 - 09/30/23	(6,565.49 x 35 months)	229,792.15
INS 11/01/20 - 09/30/23	(746.25 x 35 months)	26,118.75
RET 11/01/20 - 09/30/23	(12,489.61 x 35 months)	437,136.35

Balance on Post petition rents due for 11/01/20 - 09/30/23 **\$ 2,441,077.80**

Total Amt Due through end of term (09/30/23) **\$ 2,711,159.45**

1 years rent

BASE	(49,943.73 x 12 months)	599,324.76
CAM	(6,565.49 x 12 months)	78,785.88
INS	(746.25 x 12 months)	8,955.00
RET	(12,489.61 x 12 months)	149,875.32
1 Year's worth of rent		\$ 836,940.96

15% of remaining TERM

Using 06/15/20 as beginning of remaining term

Balance of Stub rent from 06/15/20 - 06/30/20	37,197.38
Balance on Post petition rents due through 10/31/20	53,935.98
Balance on Post petition rents due for 11/01/20 - 09/30/23	2,441,077.80
Total of amt for remaining term	2,532,211.16
15% of remaining TERM	\$ 379,831.67

24 Hour Fitness
Potrero Center
Acceleration of Rent

Lease # 80065001
Tenant # 741590

Lease Begin Date: 03/02/97
Lease End Date: 03/31/22
Actual Moveout Date:

Date filed BK 06/15/20

Security Deposit: -
Applied to: -
\$ -

AR Balance as of 06/14/20

2/19/2020	UTNT	25,498.56	9/28/19 - 12/27/2019 WATER
4/1/2020	BASE	47,799.94	CPI ESCALATION
4/1/2020	INS	2,064.72	INSURANCE
4/1/2020	CAM	12,972.87	CAM
5/1/2020	BASE	47,799.94	CPI ESCALATION
5/1/2020	INS	2,064.72	INSURANCE
5/1/2020	CAM	12,972.87	CAM
6/1/2020	BASE	22,306.64	CPI ESCALATION (6/1 - 6/14)
6/1/2020	INS	963.54	INSURANCE (6/1 - 6/14)
6/1/2020	CAM	6,054.01	CAM (6/1 - 6/14)

Balance on pre-petition rents through 06/14/20 **\$ 180,497.80**

Stub rents due 06/15/20 - 06/30/20

6/1/2020	BASE	25,493.30	CPI ESCALATION (6/15 - 6/30)
6/1/2020	INS	1,101.18	INSURANCE (6/15 - 6/30)
6/1/2020	CAM	6,918.86	CAM (6/15 - 6/30)

Balance on Stub rents due through 06/30/20 **\$ 33,513.35**

Post Petition rents due through 10/31/20

6/15/2020	RETP	105,052.68	REAL ESTATE TAX REC PRIOR YEAR
6/15/2020	RETP	103,041.47	REAL ESTATE TAX REC PRIOR YEAR
6/15/2020	CAMP	775.22	CAM REC PRIOR YEAR
6/15/2020	INSP	2,034.69	INSURANCE REC PRIOR YEAR
6/19/2020	UTNT	20,445.30	Jan-Apr 2020 WATER
7/1/2020	BASE	33,459.96	CPI ESCALATION
7/1/2020	INS	1,445.30	INSURANCE
7/1/2020	CAM	9,081.01	CAM
8/1/2020	BASE	33,459.96	CPI ESCALATION
8/1/2020	INS	1,445.30	INSURANCE
8/1/2020	CAM	9,081.01	CAM
8/20/2020	SREP	105,052.68	Taxes
9/1/2020	BASE	15,614.65	CPI ESCALATION
9/1/2020	INS	674.48	INSURANCE
9/1/2020	CAM	4,237.81	CAM
10/1/2020	BASE	47,799.94	CPI ESCALATION
10/1/2020	INS	2,064.72	INSURANCE
10/1/2020	CAM	12,972.87	CAM

Balance on Post petition rents due through 10/31/20 **\$ 507,739.05**

Total Administrative Claim (stub + post-petition) **\$ 541,252.40**

Total AR Balance as of 10/02/20 **\$ 721,750.20**

Post-petition rents due 11/01/20 - 03/31/22

BASE 11/01/20 - 03/31/22	(47,799.94 x 17 months)	812,598.98
CAM 11/01/20 - 03/31/22	(12,972.87 x 17 months)	220,538.79
INS 11/01/20 - 03/31/22	(2,064.72 x 17 months)	35,100.24
Accrued RET 07/01/20 - 03/31/22	(17,646.02 x 21 months)	370,566.42
Balance on Post petition rents due for 11/01/20 - 03/31/22		\$ 1,438,804.43

Total Amt Due through end of term (03/31/22) **\$ 2,160,554.63**

1 years rent

BASE	(47,799.94 x 12 months)	573,599.28
CAM	(12,972.87 x 12 months)	155,674.44
INS	(2,064.72 x 12 months)	24,776.64
RET	(17,646.02 x 12 months)	211,752.24
1 Year's worth of rent		\$ 965,802.60

15% of remaining TERM

Using 06/15/20 as beginning of remaining term		
Balance of Stub rent from 06/15/20 - 06/30/20		33,513.35
Balance on Post petition rents due through 10/31/20		507,739.05
Balance on Post petition rents due for 11/01/20 - 03/31/22		1,438,804.43
Total of amt for remaining term		1,980,056.83
	15%	
15% of remaining TERM		\$ 297,008.52

24 Hour Fitness
Rancho San Diego Village
Acceleration of Rent

Lease # 9001103
Tenant # 585257

Lease Begin Date: 12/01/02
Lease End Date: 11/30/22
Actual Moveout Date:

Date filed BK 06/15/20

Security Deposit:
Applied to:

\$ -

AR Balance as of 06/14/20

2/14/2017	CAMP	364.38	CAM REC PRIOR YEAR
6/1/2017	RES	(2.00)	RET SPECIAL CALC
7/1/2017	RES	(2.00)	RET SPECIAL CALC
8/1/2017	RES	(2.00)	RET SPECIAL CALC
9/1/2017	RES	(2.00)	RET SPECIAL CALC
10/1/2017	RES	(2.00)	RET SPECIAL CALC
11/1/2017	RES	(2.00)	RET SPECIAL CALC
12/1/2017	CAM	(2.00)	CAM
3/12/2020	CAMP	6,887.72	CAM REC PRIOR YEAR
3/12/2020	INSP	14,788.84	INSURANCE REC PRIOR YEAR
4/1/2020	BASE	46,934.57	BASE RENT
4/1/2020	CAM	7,326.93	CAM
4/1/2020	RES	5,517.77	RET SPECIAL CALC
4/1/2020	RET	1,826.00	REAL ESTATE TAX
5/1/2020	BASE	46,934.57	BASE RENT
5/1/2020	CAM	7,326.93	CAM
5/1/2020	RES	5,517.77	RET SPECIAL CALC
5/1/2020	RET	1,826.00	REAL ESTATE TAX
6/1/2020	BASE	21,902.80	BASE RENT (6/1 - 6/14)
6/1/2020	CAM	3,419.23	CAM (6/1 - 6/14)
6/1/2020	RES	2,574.96	RET SPECIAL CALC (6/1 - 6/14)
6/1/2020	RET	852.13	REAL ESTATE TAX (6/1 - 6/14)

Balance on pre-petition rents through 06/14/20 \$ 173,986.61

Stub rents due 06/15/20 - 06/30/20

6/1/2020	BASE	25,031.77	BASE RENT (6/15 - 6/30)
6/1/2020	CAM	3,907.70	CAM (6/15 - 6/30)
6/1/2020	RES	2,942.81	RET SPECIAL CALC (6/15 - 6/30)
6/1/2020	RET	973.87	REAL ESTATE TAX (6/15 - 6/30)

Balance on Stub rents due through 06/30/20 \$ 32,856.14

Post Petition rents due through 10/31/20

7/1/2020	BASE	19,076.63	BASE RENT
7/1/2020	CAM	2,978.04	CAM
7/1/2020	RES	2,242.71	RET SPECIAL CALC
7/1/2020	RET	742.18	REAL ESTATE TAX
8/1/2020	BASE	32,854.20	BASE RENT
8/1/2020	CAM	5,128.85	CAM
8/1/2020	RES	3,862.44	RET SPECIAL CALC
8/1/2020	RET	1,278.21	REAL ESTATE TAX
10/1/2020	BASE	46,934.57	BASE RENT
10/1/2020	CAM	7,326.93	CAM
10/1/2020	RES	5,517.77	RET SPECIAL CALC
10/1/2020	RET	1,826.00	REAL ESTATE TAX

Balance on Post petition rents due through 10/31/20 \$ 129,768.53

Total Administrative Claim (stub + post-petition)

\$ 162,624.67

Total AR Balance as of 10/02/20

\$ 336,611.28

Post-petition rents due 11/01/20 - 11/30/22

BASE 11/01/20 - 11/30/22	(46,934.57 x 25 months)	1,173,364.25
CAM 11/01/20 - 11/30/22	(7,326.93 x 25 months)	183,173.25
Accrued INS 01/01/20 - 11/30/22	(1,225.28 x 35 months)	42,884.80
RES 11/01/20 - 11/30/22	(5,517.77 x 25 months)	137,944.25
RET 11/01/20 - 11/30/22	(1,826.00 x 25 months)	45,650.00
Balance on Post petition rents due for 11/01/20 - 11/30/22		\$ 1,583,016.55

Total Amt Due through end of term (11/30/22) \$ 1,919,627.83

1 years rent

BASE	(46,934.57 x 12 months)	563,214.84
CAM	(7,326.93 x 12 months)	87,923.16
INS	(1,225.28 x 12 months)	14,703.36
RES	(5,517.77 x 12 months)	66,213.24
RET	(1,826.00 x 12 months)	21,912.00
1 Year's worth of rent		\$ 753,966.60

15% of remaining TERM

Using 06/15/20 as beginning of remaining term		
Balance of Stub rent from 06/15/20 - 06/30/20	32,856.14	
Balance on Post petition rents due through 10/31/20	129,768.53	
Balance on Post petition rents due for 11/01/20 - 11/30/22	1,583,016.55	
Total of amt for remaining term	1,745,641.22	
15%		
15% of remaining TERM	\$ 261,846.18	

TENANT DETAILED AGED DELINQUENCY

SITE Centers Corp.

All Company

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Building	Tenant Number	Lease Number	Bill Code	Invoice Date	Total Open	Any to 0 Days	0 to 30 Days	31 to 60 Days	61 to 90 Days	90 to 120 Days	Over 120 Days
24 HOUR FITNESS											
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	2/2/2020	5,540.13						5,540.13
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	2/2/2020	898.40						898.40
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	2/2/2020	14,224.67						14,224.67
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	LAT	2/17/2020	23.82						23.82
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	3/1/2020	5,540.13						5,540.13
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	3/1/2020	898.40						898.40
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	3/1/2020	14,224.67						14,224.67
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	WSP	3/10/2020	763.61						763.61
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	AIN	3/18/2020	-858.26						-858.26
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	4/1/2020	5,540.13						5,540.13
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	4/1/2020	898.40						898.40
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	4/1/2020	14,224.67						14,224.67
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	5/1/2020	5,540.13						5,540.13
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	5/1/2020	898.40						898.40
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	5/1/2020	14,224.67						14,224.67
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	6/1/2020	5,540.13						5,540.13
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	6/1/2020	898.40						898.40
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	6/1/2020	14,224.67						14,224.67
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	WSC	6/2/2020	2,266.23						2,266.23
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RTB	8/1/2020	18,475.16				18,475.16		
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	WSC	8/25/2020	326.44			326.44			
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	CAM	10/1/2020	5,540.13		5,540.13				
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	INS	10/1/2020	898.40		898.40				
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RET	10/1/2020	14,224.67		14,224.67				
21426 - FLATACRES MARKETCENTER (I)	422939	00078134	RTB	10/1/2020	38,182.00		38,182.00				
					183,158.20		58,845.20	326.44	18,475.16		105,511.40
Total 21426 - FLATACRES MARKETCENTER (I)					183,158.20		58,845.20	326.44	18,475.16		105,511.40

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24 HOUR FITNESS											
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	3/5/2020	245.00						245.00
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	CAP	3/9/2020	-12,928.32						-12,928.32
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	4/13/2020	245.00						245.00
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	RET	4/13/2020	52,631.93						52,631.93
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	5/8/2020	122.50						122.50
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	CAPA	5/21/2020	-957.20						-957.20
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	6/8/2020	245.00					245.00	
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	7/9/2020	245.00				245.00		
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	RTB	8/1/2020	43,764.23				43,764.23		
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	8/6/2020	245.00			245.00			
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	CAM	9/1/2020	9,932.89			9,932.89			
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	RTB	9/1/2020	42,472.62			42,472.62			
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	REC	9/3/2020	171.50		171.50				
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	CAM	10/1/2020	14,189.84		14,189.84				
21453 - FALCON RIDGE TOWN CENTER II	101010	00058890	RTB	10/1/2020	70,000.00		70,000.00				
					220,624.99		84,361.34	52,650.51	44,009.23	245.00	39,358.91
Total 21453 - FALCON RIDGE TOWN CENTER II					220,624.99		84,361.34	52,650.51	44,009.23	245.00	39,358.91

TENANT DETAILED AGED DELINQUENCY

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Building	Tenant Number	Lease Number	Bill Code	Invoice Date	Total Open	Any to 0 Days	0 to 30 Days	31 to 60 Days	61 to 90 Days	90 to 120 Days	Over 120 Days
24 HOUR FITNESS #663											
25125 - CORNERSTAR	342012	00057742	CAP	1/21/2020	6,676.36						6,676.36
25125 - CORNERSTAR	342012	00057742	INP	1/21/2020	-756.45						-756.45
25125 - CORNERSTAR	342012	00057742	CAM	10/1/2020	11,172.41			11,172.41			
25125 - CORNERSTAR	342012	00057742	INS	10/1/2020	1,254.17			1,254.17			
25125 - CORNERSTAR	342012	00057742	RET	10/1/2020	68,379.67			68,379.67			
25125 - CORNERSTAR	342012	00057742	RTB	10/1/2020	70,833.00			70,833.00			
25125 - CORNERSTAR	342012	00057742	CAM	10/2/2020	-11,172.41	-11,172.41					
25125 - CORNERSTAR	342012	00057742	INS	10/2/2020	-1,254.17	-1,254.17					
25125 - CORNERSTAR	342012	00057742	RET	10/2/2020	-68,379.68	-68,379.68					
					76,752.90	-80,806.26	151,639.25				

5,919.91

Total 25125 - CORNERSTAR

76,752.90

-80,806.26

151,639.25

5,919.91

TENANT DETAILED AGED DELINQUENCY

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All Company

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					480,536.09	-80,806.26	294,845.79	52,976.95	62,484.39	245.00	150,790.22